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INSTRUMENT PREPARED BY  
VIRGINIA GAS AND OIL BOARD

ORDER RECORDED UNDER CODE  
OF VIRGINIA SECTION 45.1-361.26

VIRGINIA:  
BEFORE THE VIRGINIA GAS AND OIL BOARD  
SUPPLEMENTAL ORDER REGARDING DOCKET NO. VGOB-06-03/21/1613  
ELECTIONS, UNIT: 825852  
(hereinafter "Subject Drilling Unit")

TAX MAP IDENTIFICATION NUMBERS:

TAX MAP IDENTIFICATION NUMBERS FOR ALL PARCELS  
AFFECTED BY THIS ORDER ARE SHOWN ON EXHIBITS (S) B,  
PLAT WHICH IS/ARE ATTACHED TO AND A PART OF THIS  
ORDER.

REPORT OF BOARD

FINDINGS AND ORDER

1. This Supplemental Order is entered by the Board sua sponte in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992, at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirement of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on April 18, 2006 and recorded instrument # 060001247 in the Office of the Clerk of Circuit Court, Buchanan County, Virginia on April 25, 2006, (herein "Board Order") to complete the record regarding elections. The Board Order pooled all interest in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 et seq., Virginia Code, 1950 as amended.
2. Findings: The Board finds that:
  - (a) The Board Order directed Chesapeake Appalachia LLC, (herein the Designated Operator"), to mail copies of the Board Order to all respondents whose interest, if any, were pooled by said Board Order;
  - (b) The designated operator filed its affidavit of mailing dated June 1, 2006, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interest, if any, were pooled by said Board Order;

- (c) The Board Order required each Respondent whose interest, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated August 28, 2006, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.70C (herein "Affidavit of Election"), wherein it has, for each Respondent whose interest, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election made, if any; (iii) whether, by reason of a failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board's Order, to have leased all their rights, title, interest, estates and claims in Subject Drilling Unit to the Designated Operator;
- (d) The Board Order further required the Designated Operator, after expiration of the election period, to file with the Board a statement of the interests subject to escrow under the terms and provisions of the Board Order, in light of the elections made or deemed to have been made (herein "Statement of Interests"); that the Designated Operator furnished said Statement of Interests as part of its Affidavit of Election. A copy of which is attached hereto as Exhibit B;
- (e) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, Wachovia Bank, Corporate Trust PA 1328, 123 Broad Street, Philadelphia, PA 19109-1199, (888) 396-0853, Attn: Rachel Rafferty, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated December 23, 1992.
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at paragraph 2 above and the annexed Affidavits, any funds subject to escrow and instructs the Escrow Agent, Wachovia Bank, Corporate Trust, PA 1328, 123 Broad Street, Philadelphia, PA 19109-1199, (888) 396-0853, Attn: Rachel Rafferty, or any successor named by the Board to establish interest-bearing escrow account(s), IRS Tax Identification Number 54-1629506, in accordance with the information set forth in said affidavits to receive such funds and account to the Board therefore.
4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Order stating that true and correct copy of this Order to each person whose interest or claim is subject to escrow and whose address is known.
5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.
6. Effective Date: This Order shall be effective on the date of its execution.



**VIRGINIA:**

***BEFORE THE VIRGINIA GAS AND OIL BOARD***

IN RE: Application of Chesapeake Appalachia LLC for Forced Pooling of Interests in Unit Number 825852, VGOB Docket No. VGOB-06/03/21-1613 in the Knox Magisterial District of Buchanan County, Virginia.

**AFFIDAVIT OF WILHOIT & KAISER, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER**

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of WILHOIT & KAISER, the Agent for the Designated Operator, with offices located at 220 Broad Street, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on April 18, 2006, by the Virginia Gas and Oil Board regarding the captioned conventional Unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed copy of the Order referred to at Paragraph 2. above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said Order was recorded in the county above named; that said Order was recorded on April 25, 2006.
5. That the Designated Operator, by and through their agent, Wilhoit & Kaiser, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made with regard to Subject Unit; that the following persons delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election periods:

NONE

6. That the interest and/or claims of the following persons (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow under the Board's Order pooling the captioned Unit, Board Regulations and the Code of Virginia as unknown/unlocatable.

NONE

7. That after the pooling hearing held in the captioned matter, the following persons have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims which are not subject to escrow:

NONE

8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraph 10 of the Order.

<u>Tracts</u>	<u>Lessor</u>	<u>Cash Consideration</u>
2 & 4	Plum Creek Timberlands, L.P. 999 Third Avenue, Suite 2300 Seattle, WA 98104	9.920000 x \$5.00 = \$49.60
	Plum Creek Timberlands, L.P. Mineral Department One Concourse Parkway, Suite 755 Atlanta, GA 30328	
	Plum Creek Timberlands, L.P. Law Department One Concourse Parkway, Suite 755 Atlanta, GA 30328	



That pursuant to the provision of 4VAC 25-160.70C annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are not required in this matter pursuant to the terms of §§ 45.1-361.21.D.

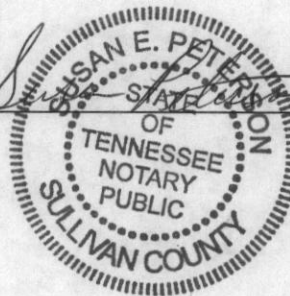
Dated at Kingsport, Tennessee, this 30<sup>th</sup> day of August 2006.

[Signature]  
Affiant

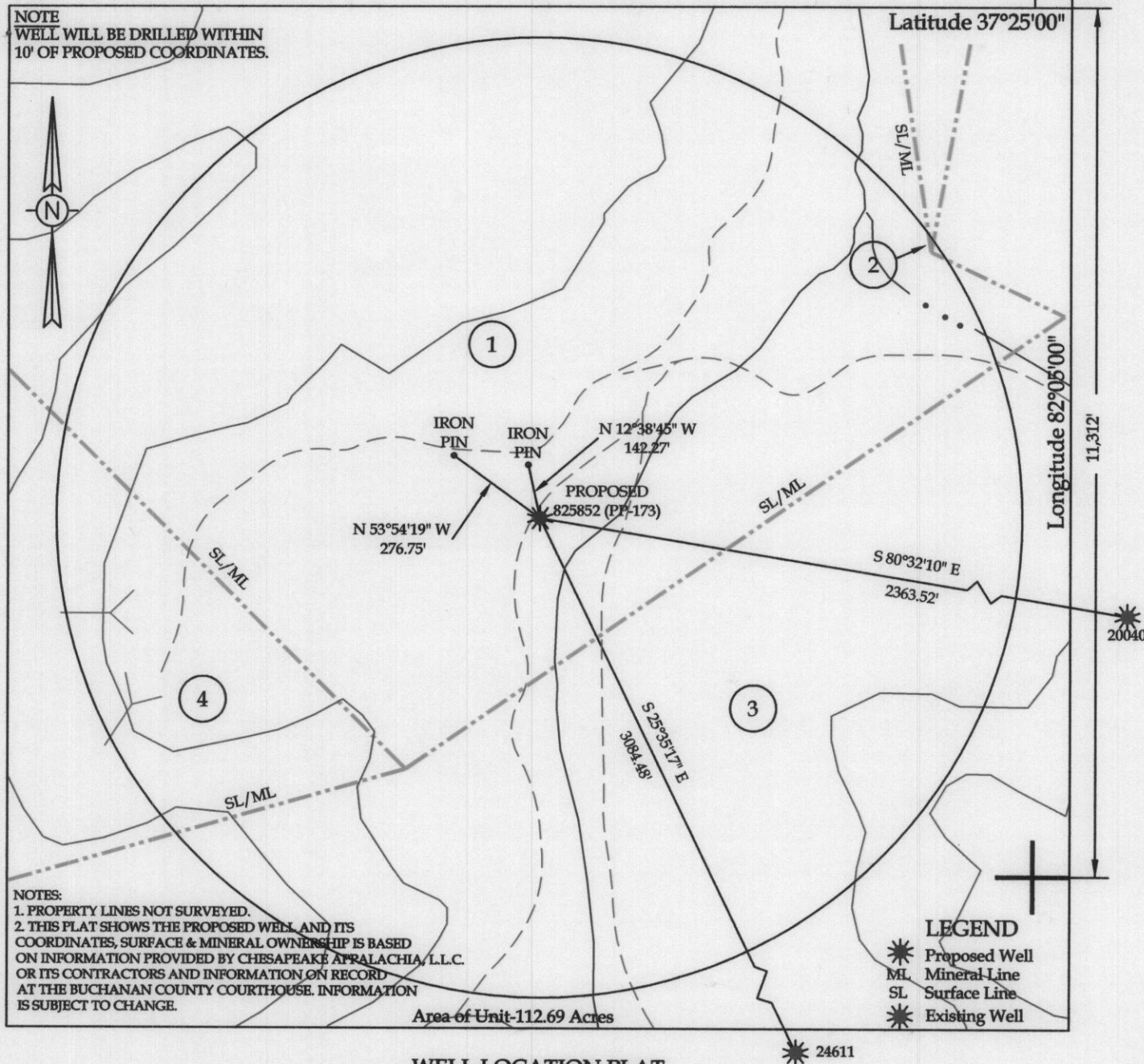
Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of Chesapeake Appalachia LLC, a corporation, on behalf of the corporation, this 30<sup>th</sup> day of August, 2006.

My commission expires: 11-12-08

[Signature]  
Notary



NOTE  
WELL WILL BE DRILLED WITHIN  
10' OF PROPOSED COORDINATES.



NOTES:  
1. PROPERTY LINES NOT SURVEYED.  
2. THIS PLAT SHOWS THE PROPOSED WELL AND ITS  
COORDINATES, SURFACE & MINERAL OWNERSHIP IS BASED  
ON INFORMATION PROVIDED BY CHESAPEAKE APPALACHIA, L.L.C.  
OR ITS CONTRACTORS AND INFORMATION ON RECORD  
AT THE BUCHANAN COUNTY COURTHOUSE. INFORMATION  
IS SUBJECT TO CHANGE.

LEGEND  
\* Proposed Well  
ML Mineral Line  
SL Surface Line  
\* Existing Well

### WELL LOCATION PLAT

Company CHESAPEAKE APPALACHIA, L.L.C. Well Name or Number 825852 (PP-173)  
Tract No. ZACK JUSTICE ESTATE Quadrangle HURLEY  
District KNOX  
Well Coordinates (Virginia State Plane) N: 402,916.27 E: 958,694.11  
Elevation: 1373.20 Method Used to Determine Elevation: Trig. Levels from GPS derived elevation.

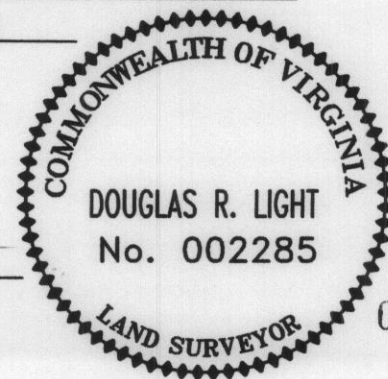
County BUCHANAN Scale: 1" = 400' Date 2-07-06

This Plat is a new plat X; an updated plat \_\_\_\_\_; or a final location plat \_\_\_\_\_;

+ Denotes the location of a well on United States topographic maps, scale 1 to 24,000,  
latitude and longitude lines being represented by border lines as shown.

*Douglas R. Light*

Licensed Professional Engineer or Licensed Land Surveyor





**EXHIBIT B**  
**Well No. 825852 (PP-173) 2/16/06**

<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<b>TRACT 1 96.16 Acres in Unit</b>			
Zack Justice Estate c/o John H. Baird Box 351 Pikeville, KY 41501	Leased	57.156802%	64.410000
Donald R. Johnson Attorney at Law 1950 Electric Road Roanoke, VA 24018			
<b>TRACT 2 &amp; 4 9.92 Acres in Unit</b>			
Plum Creek Timberlands, L.P. 999 Third Avenue, Suite 2300 Seattle, WA 98104	Unleased	8.802911%	9.920000
Plum Creek Timberlands, L.P. Mineral Department One Concourse Parkway, Suite 755 Atlanta, GA 30328			
Plum Creek Timberlands, L.P. Law Department One Concourse Parkway, Suite 755 Atlanta, GA 30328			
<b>TRACT 3 38.36 Acres in Unit</b>			
A.S. Richardson Estate Green Charles Estate c/o John H. Baird Box 351 Pikeville, KY 41501	Leased	34.040288%	38.360000
Donald R. Johnson Attorney at Law 1950 Electric Road Roanoke, VA 24018			
<b>TOTAL GAS ESTATE</b>			
		<b>100.000%</b>	<b>112.690</b>
Total Percentage Leased		91.197089%	
Total Percentage Unleased		8.802911%	
Total Acreage Leased			102.770000
Total Acreage Unleased			9.920000

**VIRGINIA:** In the Clerk's Office of the Circuit Court of Buchanan County. The foregoing instrument was this day presented in the office aforesaid and is, together with the certificate of acknowledgment annexed, admitted to record this 17th day of November, 20 06 1:53P. M.  
 Deed Book No. AmhE and Page No. 177  
 Returned to: AmhE TESTE: James M. Bevins, Jr. Clerk  
Deputy Clerk

**#06-3855**